

AEVI GENOMIC MEDICINE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. **PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Aevi Genomic Medicine, Inc. (the “Company”) shall be to identify qualified individuals to become members of the Board, to recommend to the Board nominees to be submitted to the stockholders for election as directors at each annual meeting, to develop, maintain, and recommend to the Board corporate governance principles applicable to the Company, and to carry out the responsibilities over any related matters required by the federal securities laws. The Committee shall report to the Board on a regular basis and not less than once a year.

2. **DUTIES** The Committee shall:

- 2.1. regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board or any committee thereof compared to its current position and make recommendations to the Board with regard to any proposals for change;
- 2.2. give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
- 2.3. identify, screen, and recommend to the Board director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Company’s By-laws (as may be amended, modified or replaced from time to time, the “By-laws”), which selections shall be consistent with the Board’s criteria for selecting new directors. Such criteria shall include the possession of such experience, knowledge, skills, expertise, mature judgment, acumen, character, integrity and diversity so as to enhance the Board’s ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or The NASDAQ Stock Market LLC (“NASDAQ”) or other applicable exchange or market listing requirements. The Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates;
- 2.4. review and recommend to the Board director independence determinations made with respect to continuing and prospective directors;
- 2.5. evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, develop a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee:

- (a) may use open advertising or the services of external advisers to facilitate the search;
 - (b) shall consider candidates from a wide range of backgrounds; and
 - (c) shall consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 2.6. review stockholder nominations, if any, for members of the Board;
- 2.7. review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and recommend to the Board whether or not the director should be re-nominated;
- 2.8. keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in its marketplace;
- 2.9. review annually the time required to be devoted by non-executive directors to the fulfillment of their duties and whether the non-executive directors are devoting sufficient time to fulfilling their duties;
- 2.10. identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate;
- 2.11. ensure that all Board members receive a full, formal and tailored induction on joining the Board and that the Company provides the necessary resources to ensure that the Board members continually update their skills and knowledge to fulfill their role on the Board and any committee of the Board;
- 2.12. receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
- 2.13. ensure that, as part of each regularly scheduled meeting of the Board, the independent directors shall meet in executive session prior to the conclusion of such Board meeting (such executive sessions shall be chaired by the lead director chosen from time to time by the independent directors);
- 2.14. establish procedures requiring management to disclose to the Committee any proposed transaction between the Company or its affiliates and any of its officers or directors and/ or their affiliates or family members (other than transactions consistent with the normal course of business and past practice as such has been

disclosed to the Board or one of its committees from time to time) and advise the Board with respect to such transactions;

- 2.15. review and discuss with management the disclosure regarding the operations of the Committee and director independence to be included in the Company's proxy statement or annual report on Form 10-K, as applicable;
- 2.16. investigate any alleged breach or violation of the Company's Code of Business Conduct and Ethics and enforce the provisions of thereof;
- 2.17. consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
- 2.18. review the adequacy of the Certificate of Incorporation and By-laws of the Company and recommend to the Board, as conditions dictate, amendments for consideration by the stockholders;
- 2.19. consider and implement policies with respect to risk oversight, assessment and management of risks associated with the independence of the Board;
- 2.20. regularly report to the Board on the Committee's activities, recommendations and conclusions; and
- 2.21. consider such other matters as may be requested by the Board.

3. RESOURCES; AUTHORITY; ACCESS TO RECORDS

- 3.1. The Committee may form and delegate authority and responsibilities to any subcommittee or any member of the Committee for any purpose that the Committee deems appropriate.
- 3.2. The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter and to compensate its advisors. The Committee, at its discretion, has the authority to hire or retain legal, accounting or other outside advisors or experts to provide advice and assistance to the Committee, as it deems necessary to fulfill its duties under this Charter. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any experts, outside consultants, external legal, accounting or other advisors. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.
- 3.3. The Committee may also perform such other activities consistent with this Charter, the By-laws and governing law, as the Committee or the Board deems necessary or appropriate. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records, facilities and employees of the Company. The Committee may also request that any officer or other

employee of the Company, the Company's counsel or any other person meet with any members of, or consultants to, the Committee.

- 3.4. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

4. MEMBERSHIP

- 4.1. The Committee shall consist of a minimum of three members appointed by the Board, which Committee members are also members of the Board. Each member of the Committee shall be appointed annually by the Board. Any member of the Committee may be removed or replaced by the Board at any time. Any vacancy occurring in the Committee shall be filled by the Board. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Committee and set the agenda for each Committee meeting. A secretary of the Committee may be appointed by the Chairman of the Committee.
- 4.2. The Committee will be comprised solely of "independent directors," as required by the rules and requirements of the Securities Exchange Act of 1934, as amended, any rules and regulations promulgated thereunder by the Securities and Exchange Commission and the listing rules of NASDAQ, subject to any phase-in provisions, exceptions and rules as may apply under the rules of NASDAQ.

5. MEETINGS

- 5.1. The Committee will meet in person or telephonically at least once per year at a time and place determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairman of the Committee.
- 5.2. Other directors, officers and external advisers may be invited to attend all or part of any meeting as and when considered appropriate by the Committee.
- 5.3. Notices for meetings of the Committee shall be given in the same manner as provided in the By-laws for notices to be given with respect to meetings of the Board.
- 5.4. At each meeting, the Committee shall appoint a member of the Committee or other invited guest to act as the secretary of the Committee. The secretary shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of each meeting shall be circulated to all members of the Committee. On finalization and signature, the minutes of each meeting shall be submitted to the

Board as a formal record of the decisions of the Committee on behalf of the Board.

- 5.5. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending (in person or telephonically) a meeting of the Committee. A quorum at any meeting shall be any two members of the Committee. Actions by the Committee may be taken by unanimous written consent in the same manner as provided in the By-laws for written consents by the Board or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present.

6. GENERAL MATTERS

- 6.1. The Chairman of the Committee shall make himself available at each annual meeting of stockholders of the Company to answer questions concerning the Committee's work during the preceding year.
- 6.2. The Committee shall, at least once a year, review its own performance, constitution and this charter (the "Charter") to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 6.3. The Committee shall be entitled to form and delegate any or all of its duties or responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Certificate of Incorporation, By-laws, and applicable laws and rules of markets in which the Company's securities then trade. Any act of the Committee in accordance with this Charter with respect to any duty delegated to it hereunder shall be deemed to be an act of the Board with respect to such matter without the need for any additional action or approval by the Board, except to the extent such authority is expressly limited by the Board.
- 6.4. This Charter was adopted by the Board of Directors and is effective as of June 14, 2017 and supersedes and replaces any prior charter or committee terms relating to nominating issues.